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OF COUNSEL
URBAN A LESTER

SURFACE TRANSPORTATION BOARD

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27449-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

Lease covering 32 railcars within the series ATW 111003 - ATW 111048 (previously within the series GNRR 11003 - GNRR 11048) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclos

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated April 3, 2008, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on April 4, 2008 and given recordation number 27449-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

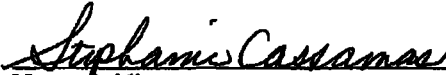
INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

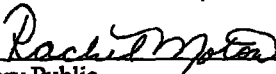
[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Revised Mark	Revised Number	ATW Code
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11003	ATW	111003	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11004	ATW	111004	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11005	ATW	111005	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11006	ATW	111006	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11008	ATW	111008	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11009	ATW	111009	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11011	ATW	111011	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11013	ATW	111013	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11016	ATW	111016	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11017	ATW	111017	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11019	ATW	111019	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11020	ATW	111020	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11024	ATW	111024	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11026	ATW	111026	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11027	ATW	111027	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11028	ATW	111028	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11029	ATW	111029	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11030	ATW	111030	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11032	ATW	111032	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11033	ATW	111033	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11034	ATW	111034	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11035	ATW	111035	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11036	ATW	111036	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11037	ATW	111037	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11038	ATW	111038	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11039	ATW	111039	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11040	ATW	111040	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11041	ATW	111041	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11042	ATW	111042	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11043	ATW	111043	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11044	ATW	111044	A302
Ontario Northland Railway	2/1/2006	100-ton Boxcar	GNRR	11048	ATW	111048	A302

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/4/09



Robert W. Alvord